George A. Davis, Esq.
Andrew M. Troop, Esq.
Christopher R. Mirick, Esq.
CADWALADER, WICKERSHAM & TAFT LLP
One World Financial Center
New York, New York 10281
Telephone: (212) 504-6000
Facsimile: (212) 504-6666

Counsel to the Appellant

U.S. DISTRICT COURT
2011 JAN 26 PM 4:31
S.D. OF N.Y.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re: LYONDELL CHEMICAL COMPANY, et al., Debtors.	Chapter 11 Case No. 09-10023 (REG) Jointly Administered
MILLENNIUM HOLDINGS LLC, Appellant, -against- AKZO NOBEL PAINTS, LLC, Appellee.	Case No. 1:11-cv-00163 (MGC)

MOTION TO ADMIT COUNSEL *PRO HAC VICE*

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I, Christopher R. Mirick, a member in good standing of the Bar of the State of New York, an attorney admitted to practice before the United States District Court for the Southern District of New York and a member of the law firm of Cadwalader Wickersham & Taft LLP ("CWT"), hereby moves this Court to enter an order permitting Peter M. Friedman to practice *pro hac vice* before the United States District Court for the Southern District of New York in the above captioned cases. In support thereof, I respectfully represent as follows:

Mr. Friedman is Partner at CWT, a member in good standing of the Bar of the District of Columbia, and is admitted to practice before the United States District Court for the District of Columbia.

Mr. Friedman agrees to pay the fee of $25.00 upon the filing of this motion for an order admitting him to practice *pro hac vice* in this appeal from the Debtors' chapter 11 cases. Mr. Friedman's address is: Cadwalader Wickersham & Taft LLP, 700 Sixth Street, N.W., Washington, DC 20001. Mr. Friedman's e-mail address is peter.friedman@cwt.com and his telephone number is (202) 862-2200. There is no pending disciplinary proceeding against Mr. Friedman in any State or Federal Court.

Dated: New York, New York
January 26, 2011

Respectfully Submitted,

Christopher R. Mirick, Esq.
Cadwalader, Wickersham & Taft LLP
One World Financial Center
New York, New York 10281
Telephone: (212) 504-6000
Facsimile: (212) 504-6666
christopher.mirick@cwt.com

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CADWALADER, WICKERSHAM & TAFT LLP
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New York, New York 10281
Telephone: (212) 504-6000
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Counsel to the Appellant

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re: LYONDELL CHEMICAL COMPANY, et al., Debtors.	Chapter 11 Case No. 09-10023 (REG) Jointly Administered
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DECLARATION OF CHRISTOPHER R. MIRICK IN
SUPPORT OF MOTION TO ADMIT COUNSEL *PRO HAC VICE*

Pursuant to 28 U.S.C. § 1746, Christopher R. Mirick hereby declares as follows:

1. I am a member of Cadwalader, Wickersham & Taft LLP, counsel to Appellant Millennium Holdings LLC. I make this statement based on my personal knowledge of the facts set forth herein and submit this declaration in support of the Appellant's motion to admit Peter M. Friedman *pro hac vice* before the United States District Court for the Southern District of New York in the above-captioned matter.

2. I am a member in good standing of the bar of the State of New York, and was admitted to practice law in 2008. I am also admitted to practice before this Court, and am in good standing with this Court.

3. I have known Mr. Friedman since 2002.

4. Mr. Friedman is a partner at the firm Cadwalader Wickersham & Taft LLP, is a member in good standing of the Bar of the District of Columbia and is admitted to practice in the United States District Court for the District of Columbia. Mr. Friedman has not been subject to any disciplinary proceedings in any state or federal court. Mr. Friedman's address is: Cadwalader Wickersham & Taft LLP, 700 Sixth Street N.W., Washington DC 20001. Mr. Friedman's e-mail address is peter.friedman@cwt.com, and his phone number is (202) 862-2200.

5. I have found Mr. Friedman to be a skilled attorney and a person of integrity. He is experienced in federal practice and is familiar with the Federal Rules of Civil Procedure.

6. Accordingly, I am pleased to move for the admission of Mr. Friedman *pro hac vice*.

7. I respectfully submit a proposed order granting the admission of Mr. Friedman, *pro hac vice*, which is attached hereto as Exhibit A.

8. I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

WHEREFORE it is respectfully requested that the motion to admit Peter M. Friedman, *pro hac vice*, to represent the Appellant in the above-captioned matter, be granted.

Dated: New York, New York
January 26, 2011

Respectfully Submitted,

Christopher R. Mirick, Esq.

District of Columbia Court of Appeals

Committee on Admissions
430 E Street, N.W. — Room 123
Washington, D. C. 20001
202/879-2710

I, JULIO A. CASTILLO, Clerk of the District of Columbia Court of Appeals, do hereby certify that

PETER M. FRIEDMAN

was on the 2TH day of NOVEMBER, 2001 duly qualified and admitted as an attorney and counselor and entitled to practice before this Court and is, on the date indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have hereunto subscribed my name and affixed the seal of this Court at the City of Washington, D.C., on January 10, 2011.

JULIO A. CASTILLO
Clerk of the Court

By: ______________________
Deputy Clerk

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re: LYONDELL CHEMICAL COMPANY, et al., Debtors.	Chapter 11 Case No. 09-10023 (REG) Jointly Administered
MILLENNIUM HOLDINGS LLC, Appellant, -against- AKZO NOBEL PAINTS, LLC, Appellee.	Case No. 1:11-cv-00163 (MGC)

Please take notice that upon the motion of Christopher R. Mirick and said sponsor attorney's declaration in support,

IT IS HEREBY ORDERED that Peter M. Friedman, Esq. of Cadwalader Wickersham & Taft LLP, 700 Sixth Street N.W., Washington, DC 20001 (Telephone: (202) 862-2200; Facsimile: (202) 862-2400; Email: peter.friedman@cwt.com) is admitted *pro hac vice* as counsel for the Appellant in the above-captioned case pending in the United States District Court for the Southern District of New York. All Attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.com.

Dated: New York, New York
January ___, 2011

____
UNITED STATES DISTRICT JUDGE

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re: LYONDELL CHEMICAL COMPANY, et al., Debtors.	Chapter 11 Case No.: 09-10023 (REG) Jointly Administered
MILLENNIUM HOLDINGS LLC, Appellant, -against- AKZO NOBEL PAINTS, LLC, Appellee.	Case No. 11-CV-00163 (MGC) **AFFIDAVIT OF SERVICE**

STATE OF NEW YORK:
: SS
COUNTY OF NEW YORK:

Roddie Don Daniels, being duly sworn, deposes and says:

1. I am not a party to this action, am over 18 years of age and am employed by Cadwalader, Wickersham & Taft LLP, One World Financial Center, New York, NY 10281.

2. On the 26th day of January, 2011, I served a true and correct copy of the

- Motion For Admission Pro Hac Vice

by depositing a true copy thereof enclosed in an official depository under the exclusive care and custody of the US Postal service, via first class mail, addressed to the following:

Michael E. Wiles, Esq.
Debevoise & Plimpton LLP
919 Third Avenue
New York, NY 10022

Roddie Don Daniels

Sworn to before me on this
26th day of January 2011

OWENS RIDGES JR
Notary Public, State of New York
No. 24-4932070
Qualified in Kings County
Certificate Filed in New York County
Commission Expires February 18, 2014